

ITEL

Pullman

April 20, 1990

RECORDATION NO.

FILED 1425

APR 23 1990 -3 05 PM

Istel Rail Corporation

55 Francisco Street
San Francisco, CA 94133
(415) 984-4000
(415) 781-1035 Fax

INTERSTATE COMMERCE COMMISSION

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

0-113A081

**Re: Amendment No. 1 to Lease Agreement dated December 19, 1986,
between Istel Rail Corporation and Chicago, Central & Pacific
Railroad Company**

Dear Ms. McGee:

On behalf of Istel Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$15 recordation fee.

Please record this Amendment No. 1 under the Lease Agreement dated December 19, 1986, between Istel Rail Corporation and Chicago, Central & Pacific Railroad Company, which was filed with the ICC on February 19, 1987, under Recordation No. 15170.

The parties to the aforementioned instrument are listed below:

Istel Rail Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

Chicago, Central & Pacific Railroad Company (Lessee)
P.O. Box 1800
Waterloo, Iowa 50704

This Amendment (i) replaces Schedule No. 1 with Schedule No. 1.A. which reflects cars that have been destroyed; and (ii) extends the term of the lease to April 24, 1990.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

Patricia Schumacker

Patricia Schumacker
Legal Assistant

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RECORDATION NO. 15770-C
FILED 148

APR 23 1990 - 3 05 PM

AMENDMENT NO. 1 TO LEASE AGREEMENT INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 ("Amendment") to that certain Lease Agreement (the "Agreement") made as of December 19, 1986 between ITEL RAIL CORPORATION as lessor ("Lessor") and CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY ("Lessee"), is made as of this 1st day of March, 1990.

RECITALS:

- A. Lessor and Lessee are parties to the Agreement pursuant to which Lessor leased to Lessee fifty (50), 70-ton Plate C boxcars bearing reporting marks from within the series CC 000001-000050 (the "Cars") as described on Equipment Schedule No. 1 to the Agreement.
- B. The Cars bearing the reporting marks CC 000003 and CC 000027 were destroyed on May 31, 1988; CC 000031 on November 18, 1988; and CC 000038 on August 30, 1988.
- C. Lessor and Lessee desire to extend the term of the Lease for sixty (60) days commencing on February 24, 1990, when the Initial Term of the Agreement expired with respect to the Cars.

Now, therefore, Lessor and Lessee agree to amend the Agreement as follows:

- 1. All capitalized terms defined in the Agreement shall have the meanings defined therein when used in this Amendment No. 1.
- 2. Effective February 24, 1990, Schedule No. 1 to the Agreement shall be deleted and replaced by Schedule No. 1.A. attached hereto.
- 3. The term of the Agreement shall be extended with respect to the Cars described on Schedule No. 1.A. for sixty (60) days commencing on February 24, 1990, and expiring at the close of business on April 24, 1990 (the "Extended Term").
- 4. The Base Rent during the Extended Term shall be equal to the Base Rent for the Third Rental Period as defined in Subsection 7.A. (v) of the Agreement, a sum equal to the
- 5. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.

6. This Amendment may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

ITEL RAIL CORPORATION

By: Laura S. Murphy
Title: Director Marketing Operations
Date: 3/7/90

CHICAGO, CENTRAL & PACIFIC
RAILROAD COMPANY

By: Greg [Signature]
Title: Chief Transp. Officer
Date: 3/19/90

EQUIPMENT SCHEDULE NO. 1.A.

Itel Rail Corporation hereby leases the following Cars to Chicago, Central & Pacific Railroad Company subject to the terms and conditions of that certain Lease Agreement dated as of December 19, 1986, as amended.

AAR Mech Desig.	Description	Numbers	Length	Dimensions Inside Width	Height	Doors Width	No. of Cars
XM	50', 70-ton Plate C box- cars, cushion underframe, nailable steel floors.	CC 000001, 000002, 000004- 000026, 000028- 000030, 000032- 000037, 000039- 000050	50'6"	9'6"	11'1"	10' sliding	46

This Equipment Schedule No. 1.A. replaces Equipment Schedule No. 1 dated December 19, 1986, to the Lease Agreement.

ITEL RAIL CORPORATION

By: Laura S. Murphy
Title: Director Marketing Operations
Date: 3/7/90

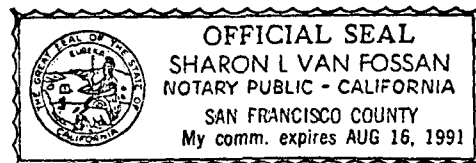
CHICAGO, CENTRAL & PACIFIC
RAILROAD COMPANY

By: Gregory
Title: Chief Transport Office
Date: 3/19/90

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 7th day of March, 1990, before me personally appeared Rama L. Murphy, to me personally known, who being by me duly sworn says that such person is Director Marketing Operations of IteL Rail Corporation, that the foregoing Amendment No. 1 and Equipment Schedule No. 1.A. to Lease Agreement were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon L. Van Fossan
Notary Public



STATE OF Iowa)
) ss:
COUNTY OF Blackhawk)

On this 19 day of March, 1990, before me personally appeared Shirley Austin, to me personally known, who being by me duly sworn says that such person is Chief Transportation Officer of Chicago, Central & Pacific Railroad Company, that the foregoing Amendment No. 1 and Equipment Schedule No. 1.A. to Lease Agreement were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Shirley Austin
Notary Public